

EXHIBIT 3

- 1 Monthly residual commissions based on their personal and downline customers' usage of ACN's services
- 2 Weekly and Monthly Bonuses based on customer acquisition

Get to know ACN's Compensation Plan in detail – so you can learn how to put it to work in your business.

Positions & Qualifications

STARTING POSITION: Every IBO starts as a **Team Trainer (TT)**.

Qualified Team Trainer (QTT)



5 Customer Points
 totaling 3 services

To become a qualified Team Trainer, you must have at least 5 Customer Points totaling 3 services (2 of which must be Preferred Customers).

Preferred Customers must be either different services or the same service from a household other than your own.

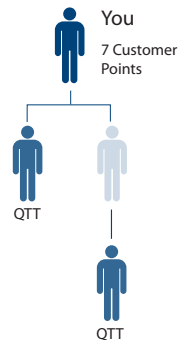
You must be a qualified Team Trainer (QTT) in order to earn bonuses.

Compensation is earned at ACN only when customers are acquired.

Access your IBO Back Office for details on ACN's monthly, promotional bonuses – designed to get new IBOs off to a fast start.

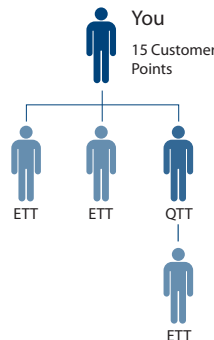
EARNED POSITIONS: There are 6 earned positions at ACN.

Executive Team Trainer (ETT)



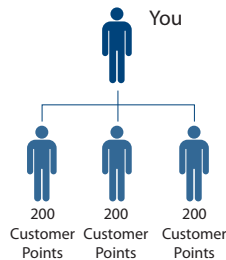
You acquire 7 Customer Points and 1 QTT in 2 separate legs at any level

Executive Team Leader (ETL)



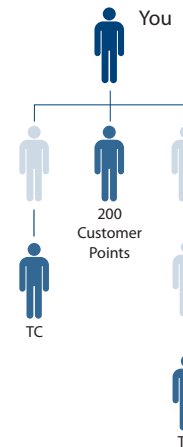
You acquire 15 Customer Points and 1 ETT in 3 separate legs at any level

Team Coordinator (TC)



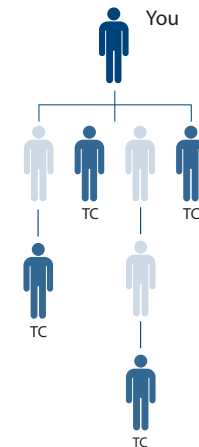
200 Customer Points in 3 separate legs

Regional Director (RD)



1 TC in 2 separate legs at any level and a third leg with 200 Customer Points

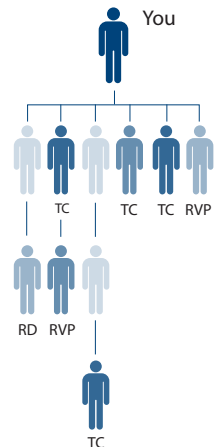
Regional Vice President (RVP)



1 TC in 4 separate legs at any level

Minimum Monthly Downline Billings: **\$75,000**

Senior Vice President (SVP)



Must have 1 TC or above in 6 separate legs, including at least 2 RVP legs and 1 RD leg

Minimum Monthly Downline Billings: **\$500,000**

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U.S. Compensation Plan Overview

Effective March 1, 2012



Success as an ACN Independent Business Owner is not guaranteed, but rather influenced by an individual's specific effort. Not all IBOs make a profit and no one can be guaranteed success as an ACN IBO. ACN's Compensation Plan is subject to change without notice at ACN's discretion and for any reason.

ACN Customer Point System & Commissionable Revenue



The only way to earn income at ACN is through the acquisition of customers; therefore all IBOs must acquire customers in order to meet qualifications and advance through ACN's earned positions. ACN utilizes a customer point system for each of its products and services.

*Commissionable revenue is billed revenue less taxes, surcharges and an allowance for bad debt. ACN reserves the right to reduce commissionable revenue by a percentage factor for promotional plans, products, negotiated pricing or certain services. Commissionable Billing for some products is a fixed amount. IBOs receive a percentage of these amounts each month depending on where they fall in the Compensation Plan. Fixed amounts for High Speed Internet, AT&T U-verse and Verizon FiOS are 50% commissionable

**Energy rates subject to fluctuation. ACN reserves the right to cap commissionable billing at \$1/therm and 13.5¢/kilowatt hour. IBOs will receive commissions on 50% of the customers' actual energy usage, excluding taxes and surcharges. Commissionable revenue percentage may be lower for Large Business accounts depending on rates and terms offered to customers.

¹Customers will no longer count toward points if they cancel prior to the term of their agreement.

²For AT&T U-verse and Verizon FiOS bundled plans, the television and Internet Points will appear separately on reporting. For example, 1 Point for the TV portion and 1 Point for the Internet portion, for a total of 2 points (1 Preferred Customer).

³If a Your Business Assistant subscription was used for CAB or T-CAB qualifications and is cancelled within the first 60 days, the bonus will be retracted.

ACN's DSL service is not commissionable. Customers who cancel within 90 days will be immediately purged regardless of the reason for cancelling and may result in reversal of all bonuses.

Product / Service		Customer Points	Preferred Customer Points	Monthly Commissionable Revenue*		Duration of Points and Commissions
Telecommunication Services						
Digital Phone Service w/Phone Adapter	2 Points (excludes second line) 4 Points (Special Promo: Mar. 1 - Mar. 31)		✓	100%		Life of Customer
Digital Phone Service w/Video Phone	2 Points		✓	100%		Life of Customer
Digital Phone Service Family Plan	0 Points			100%		Life of Customer
Digital Talk Express – Digital Phone Service for Home Office & Small Business	2 Points per line (excluding dedicated fax lines) 4 Points for the 1st line; 2 points each for the 2nd & 3rd line (Special Promo: Mar. 1 - Mar. 31)		✓	100%		Life of Customer
Local and Long Distance	2 Points 4 Points (Special Promo: Mar. 1 - Mar. 31)		✓	100%		Life of Customer
Mobile World	U.S. & Canada = 1 Point; International = 1 Point Pay As You Go = n/a			100%		Life of Customer
Wireless						
Flash Wireless	1 line = 2 Points 2-3 lines = 3 Points 4-5 lines = 4 Points	1 line = 4 Points 2-3 lines = 5 Points 4-5 lines = 6 Points (Special Promo: Mar. 1 - Mar. 31)	✓ ✓ ✓	100%		Life of Customer
Wireless – New Accounts (Individual or Air Card) Verizon Wireless, T-Mobile, Sprint, Nextel new customers beginning Jan 9	1 line = 1 Point 2-3 lines = 2 Points 4-5 lines = 3 Points		✓ ✓ ✓	One line or air card – \$35 2 Line – \$40	3 Line – \$50 4 Line – \$60 5 Line – \$70	2 years¹
Wireless Extensions – any number of lines or Add-A-Line Verizon Wireless, T-Mobile, Sprint, Nextel new customers beginning Jan 9	1 Point			Single Line Extensions – \$10 2-5 Line Family Extensions – \$15 Add-A-Line – \$10 per line		2 years¹
Home Services						
Satellite TV – DIRECTV or DISH (Residential or Business)	2 Points		✓	DIRECTV – \$50; DISH – \$50		2 years¹
Satellite TV – DISH FLEX24 Plan & Family Plans	1 Point			\$19.99		2 years¹
AT&T U-verse/DSL						
TV & Internet:² U200, U200 Latino, U300, U450	2 Points		✓	\$100		2 years¹
TV & Internet:² U-Family or U100	1 Point			\$60		2 years¹
TV Only: U200, U200 Latino, U300, U450 (HD)	1 Point			\$50		2 years¹
TV Only: U-Family, U100	0 Points			\$20		2 years¹
U-verse Internet Only	1 Point			\$35		2 years¹
AT&T Basic DSL	1 Point			\$25		2 years¹
Verizon FIOS						
TV & Internet²	2 Points		✓	\$50		2 years¹
Fios Internet Only	1 Point			\$25		2 years¹
Verizon DSL	1 Point			\$25		2 years¹
High Speed Internet						
CLEAR WIMAX	1 Point			Home - \$40 Home & Mobile - \$60 Home & Two Mobile - \$80		2 years¹
Time Warner Cable, Cox (15M+)	1 Point			\$20		2 years¹
Comcast	1 Point			\$15		2 years¹
CenturyLink	1 Point			1.5M - \$25 3M, 5M, 7M - \$35 10M+ - \$50		2 years¹
ADT Home Security	2 Points		✓	\$40		3 years¹
Vivint – Home Security & Automation	2 Points 3 Points (Special Promo: Mar. 1 - Mar. 31)		✓	100%		42 months
Energy – Natural Gas or Electricity	1 Point each		✓	50%**		Life of Customer
Computer Support (Residential or Business)	1 Point			100%		Life of Customer
Other						
Your Business Assistant³	1 Point 2 Points (Special Promo: For new IBOs who start in 2012)			None		Life of Subscription

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ACN Commissions

U.S. Compensation Plan Overview



ACN Compensation

1 Monthly Residual Commissions

Over time, your goal is for the majority of your compensation to come from the residual income of your customers' monthly billings. Customer acquisition is the fuel for your business, creating long-term lasting income. The bottom line is that you are acquiring customers and teaching other people how to do the same thing in order to build residual income for yourself.

Personal Commissions

As you acquire your own, personal customers, you qualify to earn between 1% and 10% of their monthly billings. This percentage is based on your total number of Customer Points:

1-29 Customer Points = 1%

30-39 Customer Points = 3%

40-49 Customer Points = 5%

50+ Customer Points = 10%

Example:

(Average \$40 Monthly Bill)

40 Customer Points = \$40/month personal commission

20 Customers (totaling 40 Customer Points) x \$40 bill x 5% = \$40/month personal commission

50 Customer Points = \$100/month personal commission

25 Customers (totaling 50 Customer Points) x \$40 bill x 10% = \$100/month personal commission

When an IBO has more than 30 Customer Points, upline commissions on only that IBO's personal customers will be cut in half.

Overriding Residual Commissions

Schedule of commissions earned from customer acquisition in your organization and Personal Customer Points required:

Commissions by Service

Levels	Telecommunications and Home Services	ACN Energy for Large Business	QUALIFICATIONS FOR EACH COMMISSION LEVEL
			Personal Customer Points
Personal	1-10 %	1 %	See box above
1	1/4 %	1/2 %	10
2	1/4 %	1/4 %	
3	1/4 %	1/4 %	20
4	1/2 %	1/4 %	
5	3 %	-----	40
6	5 %	-----	
7	8 %	-----	
Open Line RVP	1 1/2 %	1/2 %	A RVP earns commissions on all customers below 7th level to an unlimited number of levels to the next RVP's 7th level.
1st Generation RVP	1 %	1/4 %	
2nd Generation RVP	1/2 %	-----	
Open Line SVP	2 %	1/4 %	A SVP earns commissions on all customers below 7th level to an unlimited number of levels to the next SVP's 7th level.
1st Generation SVP	1 %	-----	

Complete customers must be received by 2:00pm ET on the first Friday of the month in order for IBOs to qualify for commissions. Commissions are released on the first business day following the third Friday of each month. Commissions are paid the third month after the close of the month the customer is billed.

Commissions on large commercial accounts and customers acquired by Affinity programs (such as not-for-profit organizations) may be paid according to a custom commission schedule that will be determined at the time the program/contract is completed.

TIP: Seventh Level Qualifications

ACN IBOs can qualify to receive over-riding commissions on and throughout their seventh level by acquiring and maintaining 40 Personal Customer Points. Set a goal to acquire and maintain 50 Personal Customer Points as quickly as possible to maximize personal customer commissions.

U.S. Compensation Plan Overview

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ACN
Bonuses

ACN Compensation

2 Weekly and Monthly Bonuses

The second way IBOs can earn compensation is through weekly Customer Acquisition Bonuses (CABs) and monthly Team Customer Acquisition Bonuses (TCABs).

Customer Acquisition Bonuses – CABs

Customer Acquisition Bonuses (CABs) are paid when your newly sponsored Team Trainers become qualified within 30 days of their start date. In order to count for qualifications, all new customers must show a “complete” status on the IBO’s Personal Customer List. A customer will show a “complete” status when all the necessary information has been received and processed by ACN.

CABs will be paid 14 days following the new TT’s start date once they qualify within their first 30 days.

TC and Above CABs:

Team Coordinators and above can earn CABs on all the new QTTs in their open line – and not just the QTTs they directly sponsor.

TIP: An IBO’s open line consists of all the IBOs in their organization down to the next IBO at their same earned position or higher.

Customer Acquisition Bonus Schedule		
TC	RVP	SVP
Open Line = \$50 1st generation = \$20	Open Line = \$30 1st generation = \$15	Open Line = \$30 1st generation = \$10

RDs, RVPs and SVPs can earn TC CABs on newly qualified Team Trainers in their TC open line.

A QTT must have at least 5 Customer Points totaling 3 services (including at least 2 Preferred Customers).

Remember:

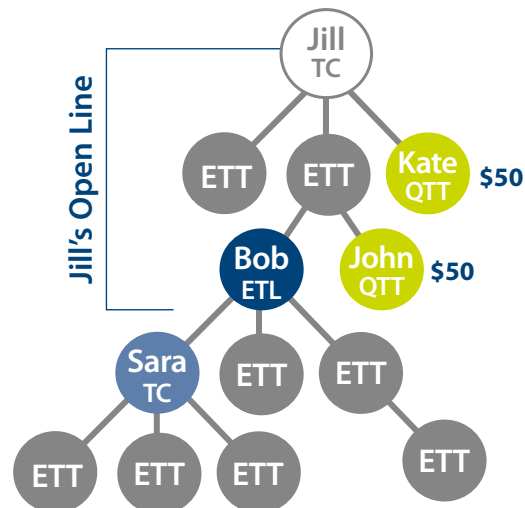
Compensation is earned at ACN only when customers are acquired. ACN reserves the right to retract the payment of any bonus or commission if it is found that a customer used to qualify for a bonus or a certain commission level was not a valid billing customer.

Open Line and Generational CABs



For example:

Jill earns a \$50 TC open line CAB on Kate and John



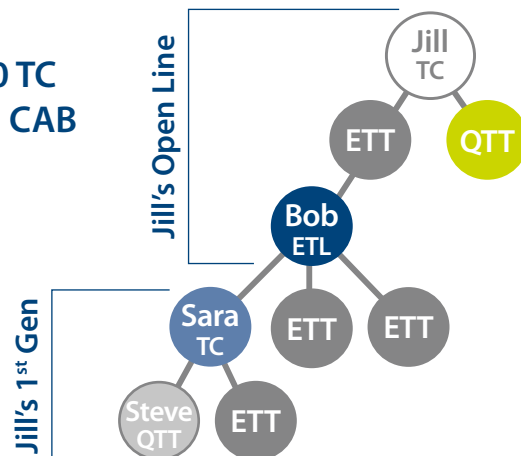
Every time a new Team Trainer becomes qualified (QTT) within 30 days, ACN pays out a CAB. How much of that CAB you could receive depends on your earned position and the earned position held by the other IBOs between you and the newly qualified Team Trainer.

CABs are only earned when new TTs become qualified by acquiring at least 5 Personal Customer Points totaling 3 services including 2 Preferred Customers within their first 30 days.

Generational CABs are bonuses that you earn when IBOs in your organization – who have reached the same earned position as you – help their newly sponsored IBOs meet their customer qualifications.

Jill earns a \$20 TC 1st Generation CAB on Steve

Sara earns a \$50 TC open line CAB on Steve

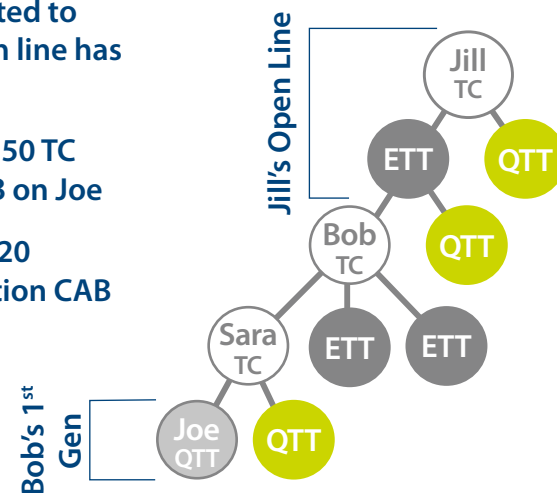


Bob is promoted to TC – Jill's open line has changed

Sara earns a \$50 TC open line CAB on Joe

Bob earns a \$20 TC 1st Generation CAB on Joe

Jill isn't eligible for a CAB on Joe



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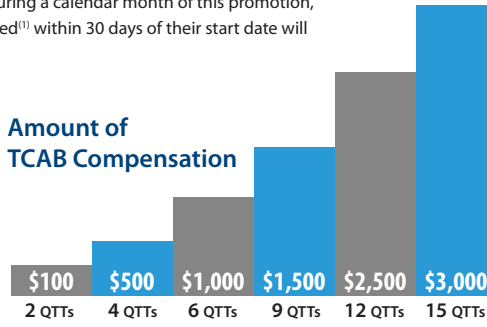
Team Customer Acquisition Bonuses (TCABs)

Monthly Team Acquisition Bonuses (TCABs) are paid to ETTs and above for helping new TTs in your open line get qualified within their first 30 days and vary from \$100 to \$50,000 depending on your earned position and the number of new, open line, QTTs in a calendar month.

Executive Team Trainer (ETT) TCAB

Anyone who is an ETT during a month of this promotion is eligible. An ETT who has at least 2 open line TTs, whose start dates are during a calendar month of this promotion, and each of those TTs are qualified⁽¹⁾ within 30 days of their start date will receive a **\$100 BONUS!**

Amount of
TCAB Compensation

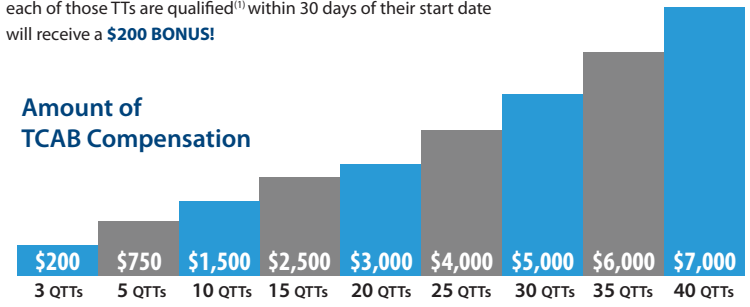


The number of new open line TTs who become qualified within their first 30 days.

Executive Team Leader (ETL) TCAB

Anyone who is an ETL during a month of this promotion is eligible. An ETL who has at least 3 open line TTs, whose start dates are during a calendar month of this promotion, and each of those TTs are qualified⁽¹⁾ within 30 days of their start date will receive a **\$200 BONUS!**

Amount of
TCAB Compensation

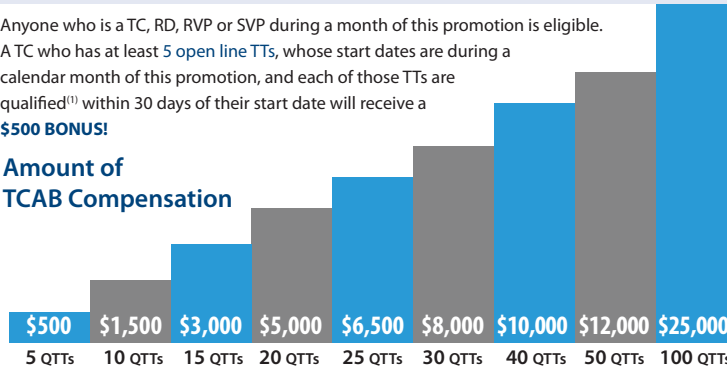


The number of new open line TTs who become qualified within their first 30 days.

Team Coordinator (TC) TCAB

Anyone who is a TC, RD, RVP or SVP during a month of this promotion is eligible. A TC who has at least 5 open line TTs, whose start dates are during a calendar month of this promotion, and each of those TTs are qualified⁽¹⁾ within 30 days of their start date will receive a **\$500 BONUS!**

Amount of
TCAB Compensation

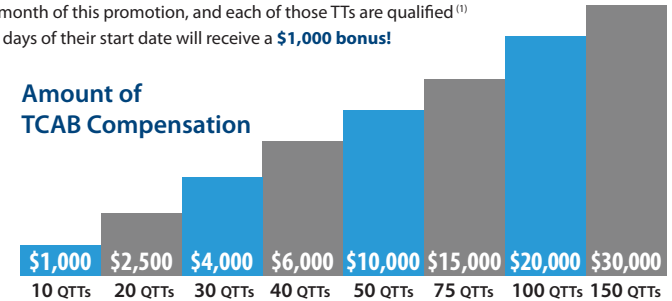


The number of new open line TTs who become qualified within their first 30 days.

Regional Director (RD) TCAB

Anyone who is a Regional Director during a month of this promotion is eligible. A RD who has at least 10 open line TTs whose start dates are during a calendar month of this promotion, and each of those TTs are qualified⁽¹⁾ within 30 days of their start date will receive a **\$1,000 bonus!**

Amount of
TCAB Compensation

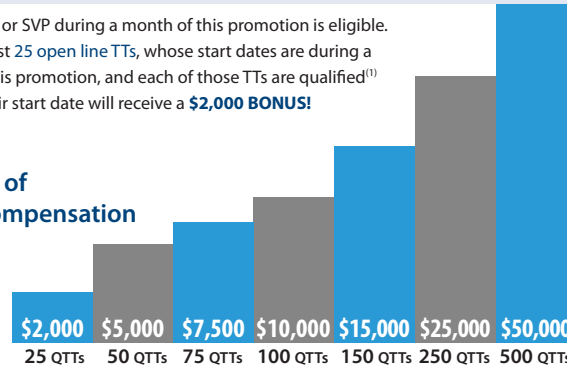


The number of new open line TTs who become qualified within their first 30 days.

Regional Vice President (RVP) TCAB

Anyone who is a RVP or SVP during a month of this promotion is eligible. A RVP who has at least 25 open line TTs, whose start dates are during a calendar month of this promotion, and each of those TTs are qualified⁽¹⁾ within 30 days of their start date will receive a **\$2,000 BONUS!**

Amount of
TCAB Compensation



The number of new open line TTs who become qualified within their first 30 days.

¹TCABs will be paid 14 days following the new Team Trainer's start date, once they qualify within their first 30 days. Bonus payments will be calculated and paid weekly and reconciled after the close of the applicable calendar month. In order to receive TCABs, ETTs and above must maintain the minimum number of personal customers to be qualified as a Team Trainer.

Team Customer Acquisition Bonuses



U.S. Compensation Plan Overview

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